

THE STATE OF TEXAS *

COUNTY OF WILLIAMSON *

CITY OF ROUND ROCK *

I, JOANNE LAND, Assistant City Manager/City Secretary of the City of Round Rock, Texas, do hereby certify that I am the custodian of the public records maintained by the City and that the above and foregoing is a true and correct copy of Ordinance No. Z-99-02-25-12B3 which was passed and adopted by the City Council of the City of Round Rock, Texas, at a meeting held on the 25th day of February 1999 as recorded in the minutes of the City of Round Rock in Book 40 Pages 157 and 158.

CERTIFIED by my hand and seal of the City of Round Rock, Texas on this 27th day of July 1999.



JOANNE LAND, Assistant City Manager/
City Secretary



ORDINANCE NO. Z-99-02-25-12B3

AN ORDINANCE AMENDING THE OFFICIAL ZONING MAP OF THE CITY OF ROUND ROCK, TEXAS ADOPTED IN SECTION 11.305(2), CODE OF ORDINANCES (1995 EDITION), CITY OF ROUND ROCK, TEXAS, AND MAKING THIS AMENDMENT A PART OF THE SAID OFFICIAL ZONING MAP, TO WIT: TO ZONE 58.142 ACRES OF LAND AND TO REZONE 54.65 ACRES OF LAND OUT OF THE J.M. HARRELL SURVEY, ABSTRACT 284, IN ROUND ROCK, WILLIAMSON COUNTY, TEXAS, FROM DISTRICT C-1 (GENERAL COMMERCIAL) TO PLANNED UNIT DEVELOPMENT (PUD) NO. 38.

WHEREAS, an application has been made to the City Council of the City of Round Rock, Texas to amend the Official Zoning Map to zone 58.142 acres of land, and to rezone 54.65 acres of land out of the J.M. Harrell Survey, Abstract 284, in Round Rock, Williamson County, Texas, being more fully described in Exhibit "A", attached hereto and incorporated herein, from District C-1 (General Commercial) to Planned Unit Development (PUD) No. 38, and

WHEREAS, the City Council has submitted the requested change in the Official Zoning Map to the Planning and Zoning Commission for its recommendation and report, and

WHEREAS, the Planning and Zoning Commission held a public hearing concerning the requested change on the 17th day of February, 1999, following lawful publication of the notice of said public hearing, and

WHEREAS, after considering the public testimony received at such hearing, the Planning and Zoning Commission has recommended that the Official Zoning Map be amended so that the property described in Exhibit "A" be zoned as Planned Unit Development (PUD) No. 38, and

WHEREAS, on the 25th day of February, 1999, after proper notification, the City Council held a public hearing on the requested amendment, and

WHEREAS, the City Council determines that the zoning provided for herein promotes the health, safety, morals and protects and preserves the general welfare of the community, and

WHEREAS, each and every requirement set forth in Chapter 211, Sub-Chapter A., Texas Local Government Code, and Section 11.300, Code of Ordinances (1995 Edition), City of Round Rock, Texas concerning public notices, hearings, and other procedural matters has been fully complied with, Now Therefore

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF ROUND ROCK, TEXAS, THAT:

I.

That the Official Zoning Map adopted in Section 11.305(2), Code of Ordinances (1995 Edition), City of Round Rock, Texas, is hereby amended so that the zoning classification of the property described in Exhibit "A" is hereafter designated as Planned Unit Development (PUD) No. 38.

II.

A. All ordinances, parts of ordinances, or resolutions in conflict herewith are expressly repealed.

B. The invalidity of any section or provision of this ordinance shall not invalidate other sections or provisions thereof.

C. The City Council hereby finds and declares that written notice of the date, hour, place and subject of the meeting at which this Ordinance was adopted was posted and that such meeting was open to the public as required by law at all times during which this Ordinance and the subject matter hereof were discussed, considered and formally acted upon, all as required by the Open Meetings Act, Chapter 551, Texas Government Code, as amended, and the Act.

Alternative 1.

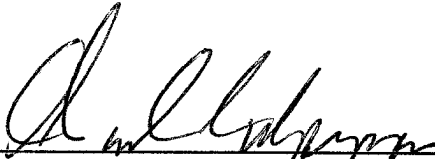
By motion duly made, seconded and passed with an affirmative vote of all the Council members present, the requirement for reading this ordinance on two separate days was dispensed with.

READ, PASSED, and ADOPTED on first reading this 25th day of February, 1999.

Alternative 2.

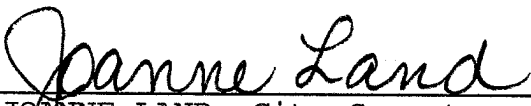
READ and APPROVED on first reading this the _____ day of _____, 1999.

READ, APPROVED and ADOPTED on second reading this the _____ day of _____, 1999.



CHARLES CULPEPPER, Mayor
City of Round Rock, Texas

ATTEST:



JOANNE LAND, City Secretary

List of Exhibits

1.	Exhibit A:	Property Description	page 5
2.	Exhibit B:	Agreement and Development Plan	page 18
3.	Exhibit C:	Lienholder Consent	page 26
4.	Exhibit D:	Permitted Uses and Limitations	page 27
5.	Exhibit E:	Project Identification Sign Locations	page 33
6.	Exhibit F:	Combination and Monument Sign Locations	page 34
7.	Exhibit G:	Utility Schematic and Drainage Plan	page 35
8.	Exhibit H:	Roadway Light Fixtures	page 36
9.	Exhibit I:	Permitted Outdoor Sales Area	page 37
10.	Exhibit J:	Sidewalk Locations	page 38
11.	Exhibit K:	Parking Lot and Walkway Light Fixtures	page 39
12.	Exhibit L:	Traffic Impact Analysis	page 41

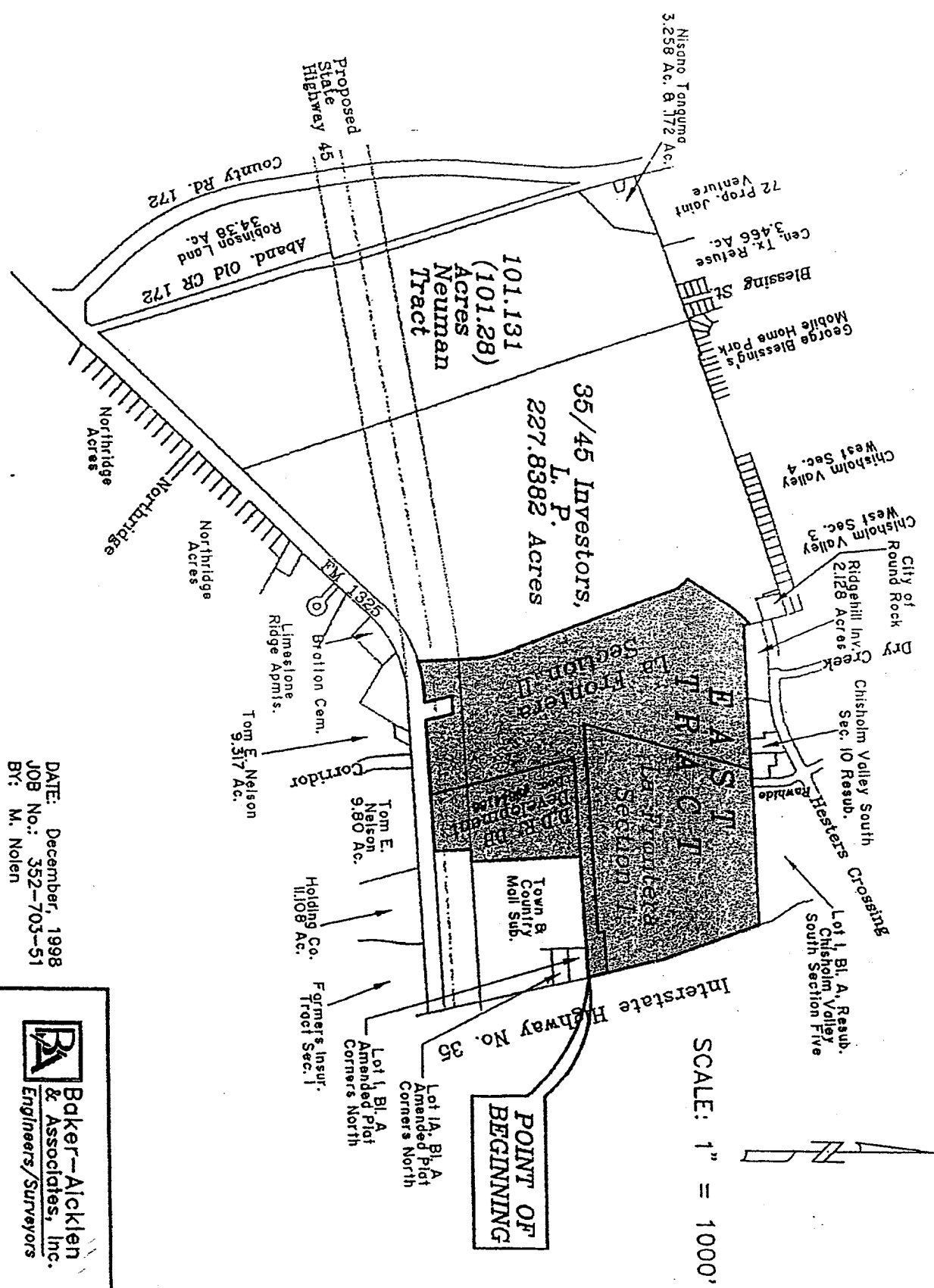
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EXHIBIT A

PROPERTY DESCRIPTION OF 112.766 ACRES OF LAND

- Tract I:** **Parcel A:** A 40 acre tract of land being Lot 1, Block "A", La Frontera Section I, a subdivision in the city of Round Rock, Williamson County, Texas, according to the map or plat thereof recorded in Cabinet Q, Slides 203, 204 and 205 of the Plat Records of Williamson County, Texas, being described by metes and bounds on Exhibit A-1 attached hereto.
- Parcel B:** A 14.625 acre tract of land more fully described on Exhibit A-2 attached hereto.
- Tract II:** A 58.142 acre tract of land more fully described on Exhibit A-3 attached hereto.

SKETCH TO ACCOMPANY DESCRIPTION



DATE: December, 1998
 JOB No.: 352-703-51
 BY: M. Nolen



**Baker-Aicklen
 & Associates, Inc.**
 Engineers/Surveyors

File name: M:\MARGIE\352703\PUD
 Plot date: 12/18/98

EXHIBIT A

Page 2 of 2

RECORDERS MEMORANDUM

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LA FRONTERA SECTION I

DESCRIPTION

FOR A 40.000 ACRE TRACT OF LAND SITUATED IN THE J. M. HARRELL SURVEY, ABSTRACT NO. 284, IN WILLIAMSON COUNTY, TEXAS, BEING ALL OF LA FRONTERA SECTION I, A SUBDIVISION RECORDED IN CABINET Q, SLIDES 203-205 OF THE PLAT RECORDS OF SAID COUNTY, SAID 40.000 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING on an iron found on the southeasterly corner of said Lot 1, same being a point in the westerly right-of-way of Interstate Highway No. 35 (right-of-way width varies), same being a point in the easterly boundary line of a 227.8382 acre tract as conveyed by instrument recorded as Document No. 9848753 of the Official Records of said County, said point also being a southeasterly corner and POINT OF BEGINNING hereof;

THENCE with the southerly boundary line of said Lot 1, the following four (4) courses and distances:

- 1) S 86° 58' 29" W for a distance of 192.73 feet to an iron rod found on an angle point hereof;
- 2) S 86° 54' 05" W for a distance of 112.97 feet to an iron rod found on an angle point hereof;
- 3) S 14° 05' 19" E for a distance of 47.87 feet to an iron rod found on an angle point hereof;
- 4) S 86° 55' 00" W (Bearing Basis/Directional Control Line) for a distance of 1519.30 feet to an iron rod found on the southwesterly corner hereof;

THENCE with the westerly boundary line of said Lot 1, N 15° 00' 21" E for a distance of 1244.48 feet to an iron rod found on the northwesterly corner of said Lot 1, said point being the northwesterly corner hereof;

THENCE with the northerly boundary line of said Lot 1, La Frontera Section I, same being a northerly boundary line of said 227.8382 Acre Tract, also being in part with the southerly boundary line of Lot 1, Block A, Chisholm Valley South Section Five, a subdivision as recorded in Cabinet G, Slide 178 of said Plat Records, the following three (3) courses and distances:

EXHIBIT A-1

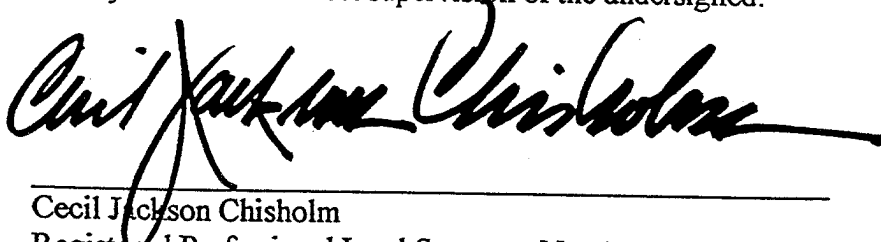
Page 1 of 3

- 1) N 87° 45' 45" E for a distance of 122.11 feet to an angle point hereof;
- 2) N 02° 14' 15" W for a distance of 4.72 feet to an angle point hereof;
- 3) N 88° 02' 13" E for a distance of 1006.09 feet to an iron rod found on the northeasterly corner of said Lot 1, La Frontera Section I, same being the southeasterly corner of said Lot 1, Chisholm Valley South Section Five, same being a point in the westerly right-of-way line of said Interstate Highway No. 35, being the northeasterly corner hereof;

THENCE with the westerly right-of-way line of said Interstate Highway No. 35, same being with the easterly boundary line of said Lot 1, La Frontera Section I, also being the easterly boundary line of said 227.8382 Acre Tract, the following three (3) courses and distances:

1. S 20° 33' 51" E for a distance of 720.67 feet to an angle point hereof;
2. S 18° 53' 51" E for a distance of 12.71 feet to a concrete monument found, being on angle point hereof;
3. S 14° 03' 46" E for a distance of 427.60 feet to the POINT OF BEGINNING hereof and containing 40.000 acres of land.

Surveyed under the direct supervision of the undersigned:



Cecil Jackson Chisholm
Registered Professional Land Surveyor No. 4295
BAKER-AICKLEN & ASSOCIATES, INC.
203 E. Main Street, Suite 201
Round Rock, Texas 78664
(512) 244-9620

Dated

2-4-99



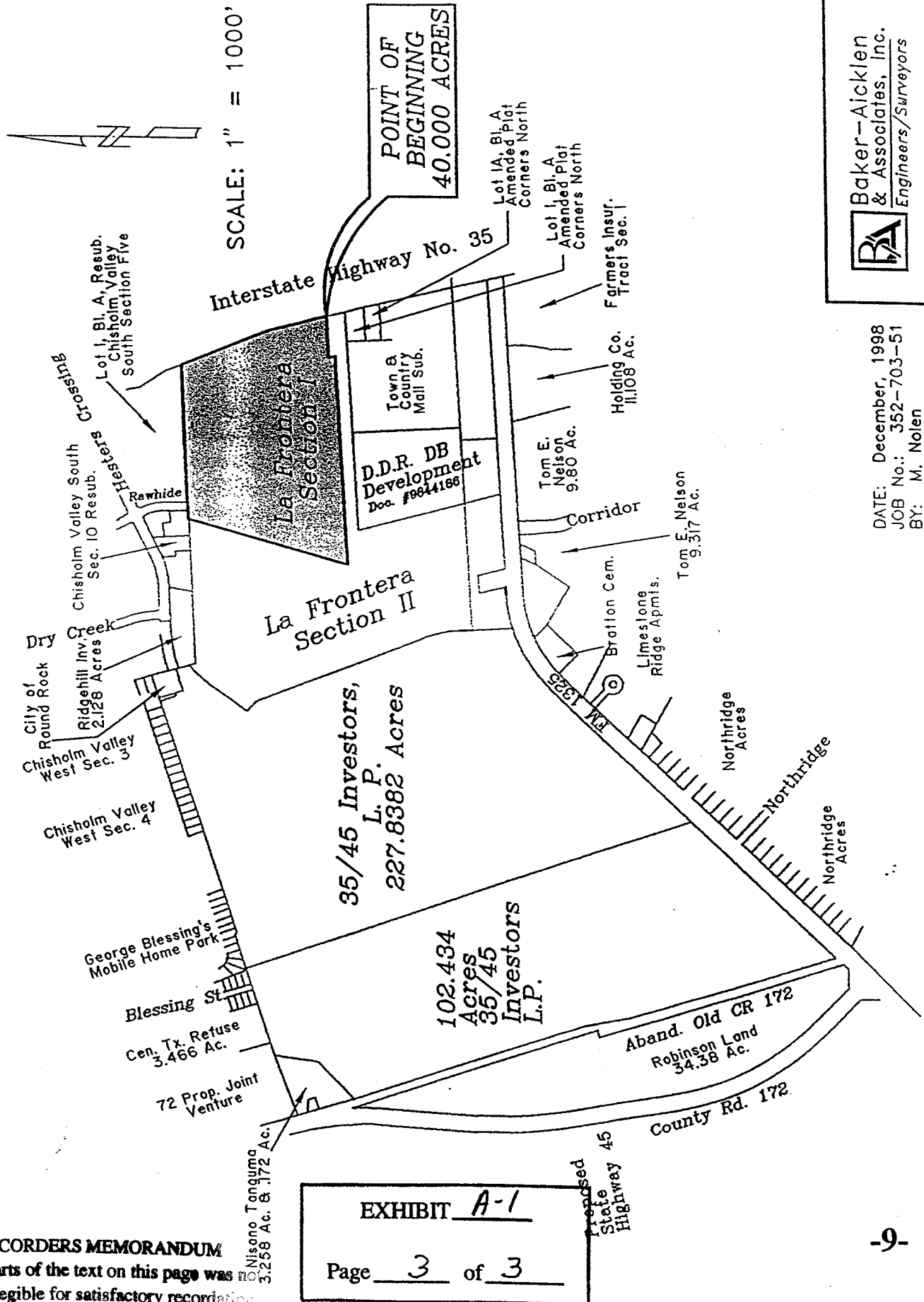
Job No.: 352-703-23

File Name: M:\MARGIE\352703\MB-PUD-LAF1

EXHIBIT A-1

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SKETCH TO ACCOMPANY DESCRIPTION



Baker-Aicklen & Associates, Inc.
Engineers/Surveyors

DATE: December, 1998
JOB No.: 352-703-51
BY: M. Nolen

File name: M:\MARGIE\352703\PU.D
Plot date: 1/29/99

P.U.D. – 14.625 ACRES

DESCRIPTION

FOR A 14.625 ACRE TRACT OF LAND SITUATED IN THE J. M. HARRELL SURVEY, ABSTRACT NO. 284, IN WILLIAMSON COUNTY, TEXAS, BEING ALL OF A 14.625 ACRE TRACT CONVEYED TO D.D.R. DB DEVELOPMENT BY INSTRUMENT RECORDED AS DOCUMENT NO. 9844186 OF THE OFFICIAL RECORDS OF SAID COUNTY, SAID 14.625 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING on an iron rod found on the southeasterly corner of said 14.625 Acre Tract, same being a point in the northerly right-of-way line of F. M. Highway No. 1325 (120' right-of-way width), said point being the southeasterly corner and POINT OF BEGINNING hereof;

THENCE with the southerly boundary line of said 14.625 Acre Tract, same being the northerly right-of-way line of said F. M. Highway No. 1325, S 86° 56' 50" W for a distance of 403.67 feet to an iron rod found on the southwesterly corner of said 14.625 Acre Tract, same being a southeasterly corner of a 227.8382 acre tract as conveyed by instrument recorded as Document No. 9848753, same being the southwesterly corner hereof;

THENCE departing said F. M. Highway No. 1325, with the westerly boundary line of said 14.625 Acre Tract, same with the easterly boundary line of said 227.8382 Acre Tract, N 14° 05' 56" W for a distance of 1120.51 feet to an iron rod found on the northwesterly corner of said 14.625 Acre Tract, same being an angle point of said 227.8382 Acre Tract, same being the northwesterly corner hereof;

THENCE with the northerly boundary line of said 14.625 Acre Tract, same being a southerly boundary line of 227.8382 Acre Tract, N 86° 55' 10" E (Bearing Basis/Directional Control Line) for a distance of 709.06 feet to an iron rod found on the northeasterly corner of said 14.625 Acre Tract, same being the northwesterly corner of Lot 1, Town & Country Mall Subdivision, a subdivision as recorded in Cabinet L, Slide 57, of the Plat Records of said County, same being the northeasterly corner hereof;

THENCE with the westerly boundary line of said Lot 1, Town & Country Mall Subdivision, same being with an easterly boundary line of said 14.625 Acre Tract, S 03° 04' 58" E for a distance of 824.88 feet to an iron rod found on an angle point of said 14.625 Acre Tract, same being the southwesterly corner of said Lot 1, Town & Country Mall Subdivision, same being an angle point hereof;

EXHIBIT A-2

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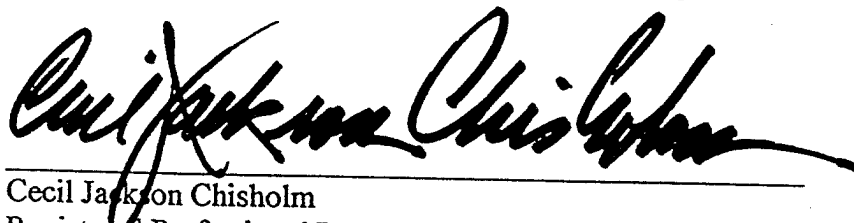
14.625 Acre Tract

Page 2 of 2

THENCE with a southerly boundary line of said 14.625 Acre Tract, S 86° 51' 56" W for a distance of 91.29 feet to an iron rod found on an angle point of said 14.625 Acre Tract, same being an angle point hereof;

THENCE with an easterly boundary line of said 14.625 Acre Tract, S 03° 05' 06" E for a distance of 275.08 feet to the POINT OF BEGINNING hereof and containing 14.625 acres of land.

Surveyed under the direct supervision of the undersigned:



Cecil Jackson Chisholm
Registered Professional Land Surveyor No. 4295
BAKER-AICKLEN & ASSOCIATES, INC.
203 E. Main Street, Suite 201
Round Rock, Texas 78664
(512) 244-9620

Dated

2-4-99

Job No.: 352-703-23

File Name: M:\MARGIE\352703\MB-PUD-CAPPS.doc

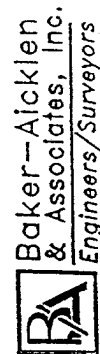
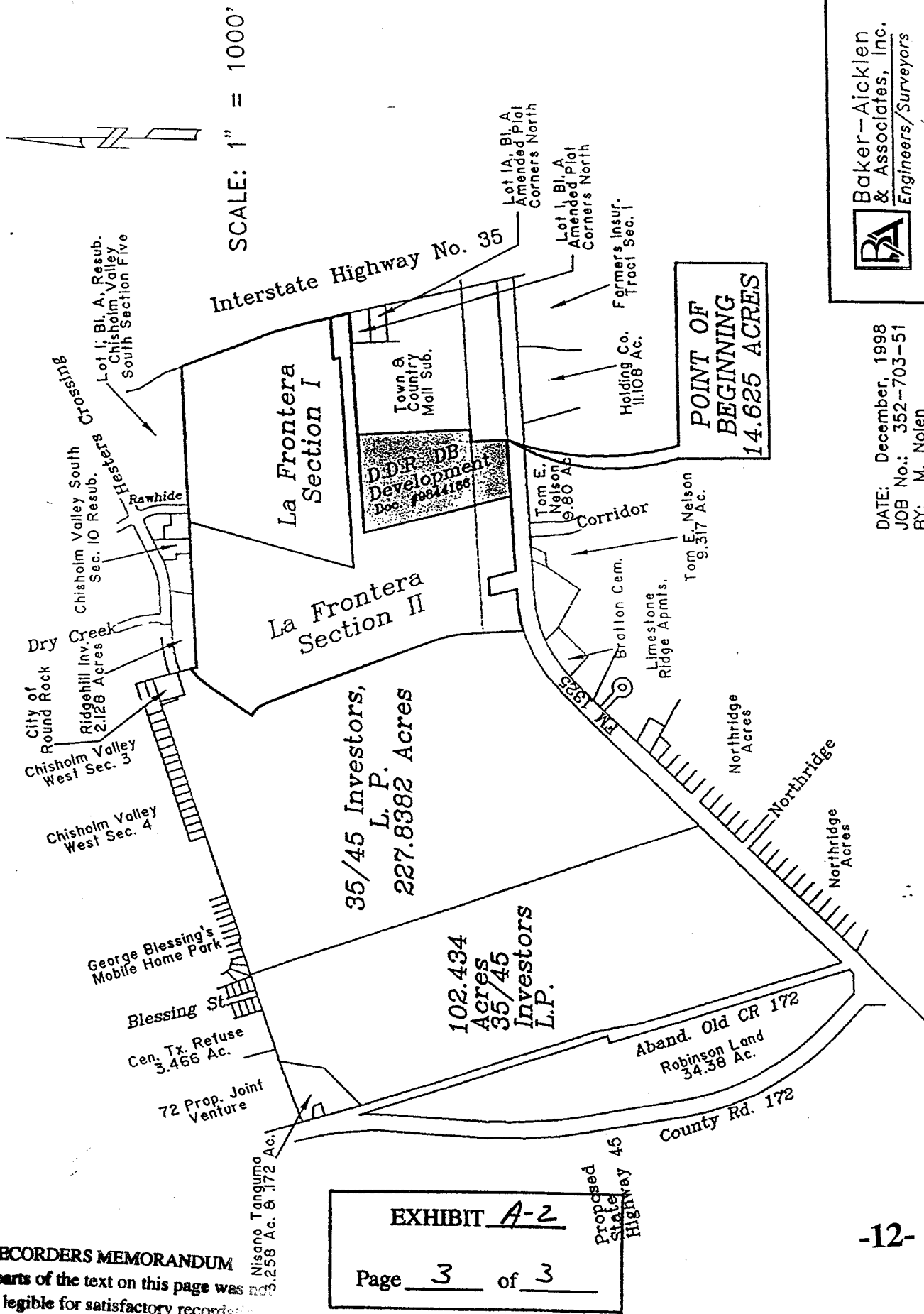


EXHIBIT A-2

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SKETCH TO ACCOMPANY DESCRIPTION



Baker-Aicklen
& Associates, Inc.
Engineers/Surveyors

DATE: December, 1998
JOB No.: 352-703-51
BY: M. Nolen

File name: M:\MARGIE\352703\POD
Plot date: 1/29/99

EXHIBIT A-2

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RECORDERS MEMORANDUM

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DESCRIPTION

FOR A 58.142 ACRE TRACT OF LAND SITUATED IN THE J. M. HARRELL SURVEY, ABSTRACT NO. 284, SITUATED IN WILLIAMSON COUNTY, TEXAS, BEING A PORTION OF A 227.8382 ACRE TRACT OF LAND CONVEYED TO 35/45 INVESTORS, L.P., A TEXAS PARTNERSHIP, BY INSTRUMENT RECORDED AS DOCUMENT NO. 9848753 OF THE OFFICAL RECORDS OF SAID COUNTY, SAID 58.142 ACRE TRACT BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING on an iron rod found on a southeast corner of said 227.8382 acre tract, same being a point in the west right-of-way line of Interstate Highway No. 35 (right-of-way varies), same being the northeast corner of Lot 1, Block A, Resubdivision of Lot 1, Block A, Corners North a subdivision according to the plat thereof recorded in Cabinet J, Slide 118, of the Plat Records of said County, said point being the most easterly corner and POINT OF BEGINNING hereof, from which, a southeasterly corner of said J. M. Harrell Survey bears approximately S 40° 16' E a distance of 470 feet;

THENCE departing the west right-of-way line of said Interstate Highway No. 35, in part with the north boundary line of said Lot 1, Block A, in part with the north boundary line of Lot 1, Town & Country Mall Subdivision, a subdivision as recorded in Cabinet L, Slide 57, of the Plat Records of said County, S 86° 55' 10" W (Bearing Basis/Directional Control Line) a distance of 884.72 feet, pass an iron rod found on the northwest corner of said Lot 1, Town & Country Mall Subdivision, same being the northeast corner of a 14.625 acre tract of land as described by instrument recorded as Document No. 9844186 of said Official Records, continue on said course with the north boundary line of said 14.625 acre tract for a total distance of 1593.78 feet to an iron rod found on the northwest corner of said 14.625 acre tract, same being an angle point hereof;

THENCE with the west boundary line of said 14.625 acre tract, S 14° 05' 56" E for a distance of 1120.51 feet to an iron rod found on the southwest corner of said 14.625 acre tract, same being in the north right-of-way line of F. M. Highway No. 1325 (120' right-of-way width), being a southeasterly corner hereof;

THENCE with the north right-of-way line of said F. M. Highway No. 1325, S 86° 56' 50" W for a distance of 545.22 feet to an iron rod set on the southeast corner of a 0.617 acre remnant tract of land as conveyed by instrument recorded in Volume 1628,

EXHIBIT A-3

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Page 362, of the Official Records of said County, same being an angle point in the southerly boundary line hereof;

THENCE departing the north right-of-way line of said F. M. Highway No. 1325 with the easterly, northerly, and westerly boundary line of said 0.617 acre tract the following three courses and distances:

- 1) N 13° 31' 33" W for a distance of 209.97 feet to an iron rod found on the northeast corner of said 0.617 acre tract, being an interior angle point hereof;
- 2) S 86° 52' 19" W for a distance of 129.90 feet to an iron rod found on the northwest corner of said 0.617 acre tract, being an interior angle point hereof;
- 3) S 13° 44' 29" E for a distance of 209.94 feet to an iron pipe found on a point in the north right-of-way line of said F. M. Highway No. 1325, same being the southwest corner of said 0.617 acre tract, being an angle point in the southerly boundary line hereof;

THENCE with the north right-of-way line of said F. M. Highway No. 1325, S 86° 56' 50" W for a distance of 58.50 feet to a concrete monument found on a point of curvature hereof;

THENCE with the arc of the curving right-of-way line of said F. M. Highway No. 1325 to the left, having a radius of 1014.88 feet, a central angle of 14° 09' 02", an arc length of 250.65 feet, and a chord which bears S 79° 52' 56" W for a distance of 250.01 feet to an iron rod set on the southwest corner hereof;

THENCE departing the north right-of-way line of said F. M. Highway No. 1325 through the interior of said 227.8382 acre tract the following six courses and distances:

- 1) N 03° 03' 10" W for a distance of 356.15 feet to an iron rod set on a point of curvature hereof;
- 2) with the arc of a curve to the left, having a radius of 1040.00 feet, a central angle of 17° 27' 48", an arc length of 316.98 feet, and a chord which bears N 11° 47' 04" W for a distance of 315.76 feet to an iron rod set on a point of tangency hereof;
- 3) N 20° 30' 58" W for a distance of 1135.10 feet to an iron rod set on a point of curvature hereof;

- 4) with the arc of a curve to the left, having a radius of 1040.00 feet, a central angle of $16^{\circ} 03' 48''$, an arc length of 291.57 feet, and a chord which bears $N 28^{\circ} 32' 52'' W$ for a distance of 290.62 feet to an iron rod set on a point of tangency hereof;
- 5) $N 36^{\circ} 34' 46'' W$ for a distance of 73.94 feet to an iron rod set on a curving arc hereof;
- 6) with the arc of a curve to the left, having a radius of 1000.00 feet, a central angle of $11^{\circ} 11' 15''$, an arc length of 195.26 feet, and a chord which bears $N 45^{\circ} 32' 03'' E$ for a distance of 194.95 feet to an iron rod set on a point of tangency hereof;
- 7) $N 39^{\circ} 56' 26'' E$ for a distance of 109.62 feet to an iron rod set on a point of curvature hereof;
- 8) with the arc of a curve to the right, having a radius of 950.00 feet, a central angle of $14^{\circ} 03' 57''$, an arc length of 233.22 feet, and a chord which bears $N 46^{\circ} 58' 24'' E$ for a distance of 232.63 feet to an iron rod set on a point in the west boundary line of a 2.128 acre tract of land as described by instrument recorded as Document No. 9875537, of the Official Records of said County, same being in the northerly boundary line of said 227.8382 acre tract, same being an angle point in the northerly boundary line hereof;

THENCE with the west boundary line of said 2.128 acre tract, same being the northerly boundary line of said 227.8382 acre tract, $S 14^{\circ} 20' 19'' E$ for a distance of 12.21 feet to an iron rod found on the southwest corner of said 2.128 acre tract, being also an angle point in the northerly boundary line of said 227.8382 acre tract, being also an angle point in the northerly boundary line hereof;

THENCE with the northerly boundary line of said 227.8382 acre tract of land, $N 87^{\circ} 45' 45'' E$ for a distance of 1055.76 feet to an iron rod found on a point being the northwesterly corner of a 40.000 acre tract of land known as Lot 1, Block A, La Frontera, Section I, a subdivision according to the plat thereof recorded in Plat Cabinet Q, Slides 203-205 of said Plat Records, said point being a northeasterly corner hereof;

THENCE with the west and south boundary line of said La Frontera Section I, the following five courses and distances:

- 1) $S 15^{\circ} 00' 21'' W$ for a distance of 1244.48 feet to an iron rod found on the southwest corner of said La Frontera Section I, being an interior corner hereof;

EXHIBIT A-3

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- 2) N 86° 55' 00" E for a distance of 1519.30 feet to an iron rod found on an interior corner hereof;
- 3) N 14° 05' 19" W for a distance of 47.87 feet to an iron rod found on an angle point hereof;
- 4) N 86° 54' 05" E for a distance of 112.97 feet to an iron rod found on an angle point hereof;
- 5) N 86° 58' 29" E for a distance of 192.73 feet to an iron rod found on a point in the west right-of-way line of said Interstate Highway No. 35, said point being a northeasterly corner hereof;

THENCE with the west right-of-way line of said Interstate Highway No. 35,
S 14° 03' 46" E for a distance of 142.54 feet to the POINT OF BEGINNING hereof and
containing 58.142 acres of land.

Surveyed under the direct supervision of the undersigned:



Cecil Jackson Chisholm
Registered Professional Land Surveyor No. 4295
BAKER-AICKLEN & ASSOCIATES, INC.
203 E. Main Street, Suite 201
Round Rock, Texas 78664
(512) 244-9620

Dated



Job No.: 352-703-23

File Name: M:\MARGIE\352703\MB-LaF2.doc

EXHIBIT A-3

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SKETCH TO ACCOMPANY DESCRIPTION

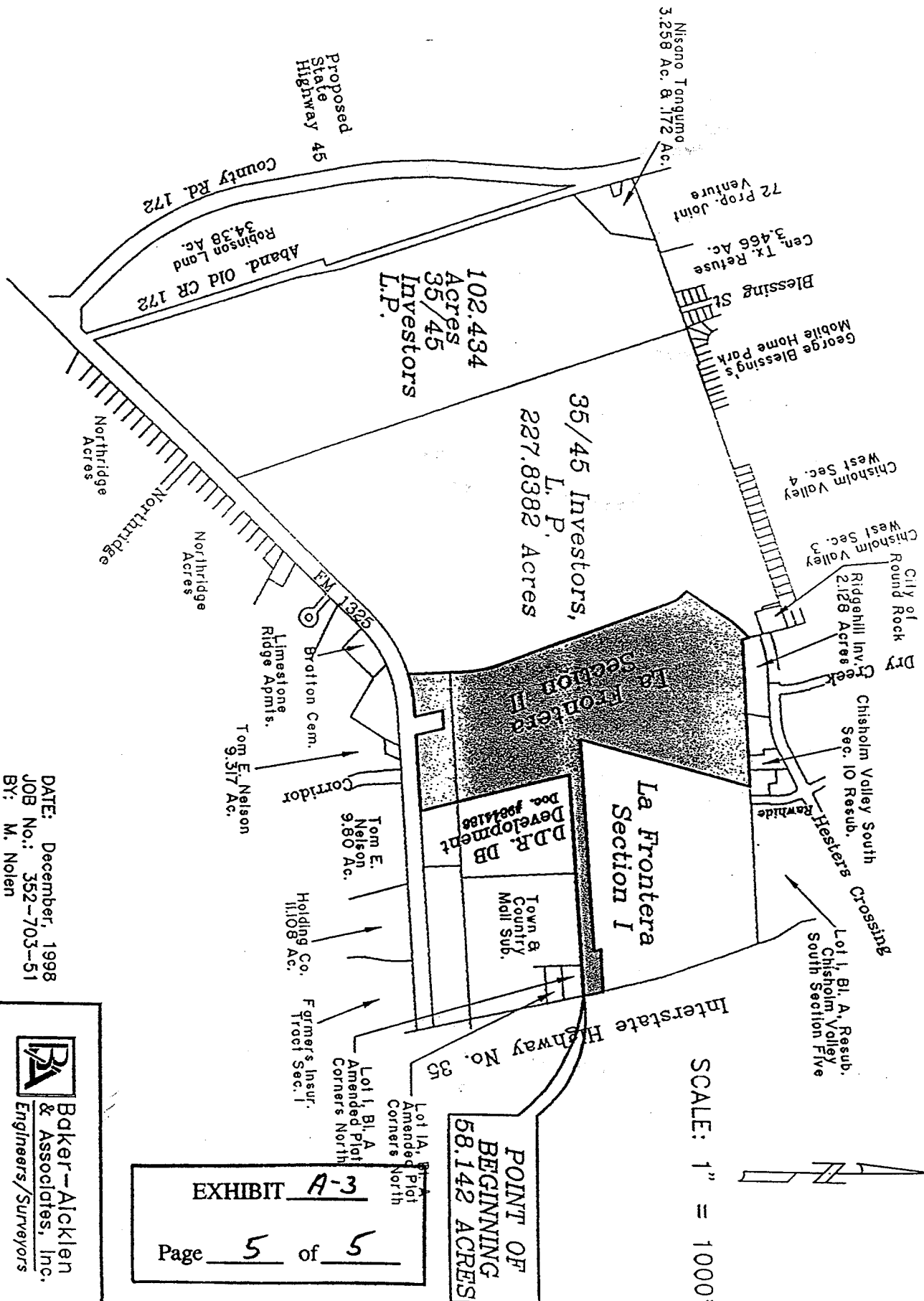


EXHIBIT **A-3**
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POINT OF
 BEGINNING
 58.142 ACRES

DATE: December, 1998
 JOB No.: 352-703-51
 BY: M. Nolen

Baker-Alcklen
 & Associates, Inc.
 Engineers/Surveyors

EXHIBIT B

**AGREEMENT AND DEVELOPMENT PLAN FOR LA FRONTERA EAST
PLANNED UNIT DEVELOPMENT NO. 38**

THE STATE OF TEXAS

COUNTY OF WILLIAMSON

THIS AGREEMENT AND DEVELOPMENT PLAN (this "Agreement") is made and entered by and between the **City of Round Rock, Texas**, a Texas municipal corporation, having its offices at 221 East Main Street, Round Rock, Texas 78664 (hereinafter referred to as the "City"), and **35/45 Investors, L.P. and DDR DB Development Ventures LP**, (hereinafter collectively referred to as the "Owner").

WHEREAS, the Owner has submitted a request to the City to zone approximately 112.766 acres of land as a Planned Unit Development ("PUD"), said property being more particularly described in **Exhibit "A"** (hereinafter referred to as the "Property"), and

WHEREAS, pursuant to Chapter 11, Section 11.316(8), Code of Ordinances (1995 Edition), City of Round Rock, Texas, the Owner has submitted a development plan setting forth the development conditions and requirements within the PUD (the "Development Plan"), which Development Plan is contained in Section II of this Agreement; and

WHEREAS, on FEBRUARY 17, 1999, the City's Planning and Zoning Commission recommended approval of the Owner's application for a PUD.

NOW THEREFORE BY THIS AGREEMENT WITNESSETH that, in consideration of the covenants and conditions set forth herein, the City and the Owner agree as follows:

I.

GENERAL PROVISIONS

1. CONFORMITY WITH DEVELOPMENT PLAN

All uses and development within the Property shall generally conform to the Development Plan set forth in Section II herein.

2. CHANGES AND MODIFICATIONS

No changes or modifications will be made to this Agreement or the Development Plan unless all provisions pertaining to changes or modifications as stated in Article III, Section 1 below are followed.

3. ZONING VIOLATION

The Owner understands that any person, firm, corporation or other entity violating any conditions or terms of the Development Plan shall be subject to any and all penalties for the violation of any zoning ordinance as stated in Section 1.601, Code of Ordinances, (1995 Edition), City of Round Rock, Texas, as amended.

4. LIENHOLDER CONSENT

There is no outstanding debt secured by the Property and no lienholder of record. A lienholder consent is not required.

5. MISCELLANEOUS PROVISIONS

5.1 Assignment.

Neither party may assign its rights and obligations under this Agreement without having first obtained the prior written consent of the other which consent shall not be unreasonably withheld. This section shall not prevent the Owner from conveying the Property or portions of the Property, together with all development rights and obligations contained in this Agreement.

5.2 Necessary Documents and Actions.

Each party agrees to execute and deliver all such other and further instruments and undertake such actions as are or may become necessary or convenient to effectuate the purposes and intent of this Agreement.

5.3 Severability.

In case any one or more provisions contained herein are deemed invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provisions hereof and in such event, this Agreement shall be construed as if such invalid, illegal or unenforceable provision had never been contained herein.

5.4 Entire Agreement.

This Agreement constitutes the entire agreement of the parties and supersedes any prior or contemporaneous oral or written understandings or representations of the parties respecting the subject matter hereof.

5.5 Applicable Law.

This Agreement shall be construed under and in accordance with the laws of the State of Texas.

5.6 Venue.

All obligations of the parties created hereunder are performable in Williamson County, Texas and venue for any action arising hereunder shall be in Williamson County.

5.7 No Third Party Beneficiaries.

Nothing in this Agreement, express or implied, is intended to confer upon any person or entity, other than the parties hereto (and their respective successors and assigns) any rights, benefits or remedies under or by reason of this Agreement.

5.8 Duplicate Originals.

This Agreement may be executed in duplicate originals, each of equal dignity.

5.9 Notices.

Until changed by written notice thereof, any notice required under this Agreement may be given to the respective parties by certified mail, postage prepaid or by hand delivery to the address of the other party shown below:

OWNER

35/45 Investors, L.P.
808 West 10th Street
Austin, Texas 78701

Attn: William S. Smalling

and

DDR DB Development Ventures LP
5606 North McArthur Blvd., Suite 210
Irving, Texas 75038

Attn: David Berndt

CITY OF ROUND ROCK

City of Round Rock, Texas
221 East Main Street
Round Rock, Texas 78664

Attn: Director of Planning

5.10 Effective Date.

This Agreement shall be effective from and after the date of due execution hereof by all parties.

5.11 Binding Effect.

This Agreement and the Development Plan binds and benefits the Owner and its successors and assigns.

II.

DEVELOPMENT PLAN

1. DEFINITIONS

Words and terms used herein shall have their usual force and meaning, or as defined in the Code of Ordinances (1995 Edition), City of Round Rock, Texas, hereinafter referred to as "the Code".

2. PROPERTY

This Development Plan ("Plan") covers approximately 112.766 acres of land, located within the city limits of Round Rock, Texas, and more particularly described in **Exhibit "A"**.

3. PURPOSE

The purpose of this Plan is to insure a Planned Unit Development ("PUD") that: (i) is equal to or superior to development that would occur under the standard ordinance requirements, (ii) is in harmony with the General Plan of the city of Round Rock, Texas, (iii) does not have an undue adverse affect upon adjacent property, the character of the neighborhood, traffic conditions, parking, utilities or any other matters affecting the public health, safety and welfare, (iv) is adequately provisioned by essential public facilities and services, and (v) will be developed and maintained so as to not dominate, by scale or massing of structures, the immediate neighboring properties or interfere with their development or use in accordance with any existing zoning district.

4. APPLICABILITY OF CITY ORDINANCES

4.1 Zoning and Subdivision Ordinance.

The Property shall be regulated for purposes of zoning and subdivision by this Plan. All aspects not specifically covered by this Plan shall be regulated by applicable sections of the Code.

4.2 Other Ordinances.

All other Ordinances within the Code shall apply to the Property, except as clearly modified by this Plan.

5. DEVELOPMENT AREAS

The Property will be developed as a single development area. The total land area of 112.766 acres may be developed with buildings containing a combined maximum building area of no more than 1,228,022 square feet.

6. PERMITTED USES AND LIMITATIONS

The Property will be used and developed in accordance with the requirements as set forth in this Agreement and, if not set forth herein, by applicable sections in the Code. Specific permitted uses of and limitations applicable to the Property are detailed on **Exhibit "D"** attached hereto and incorporated herein.

7. SIGNS

7.1 Project Identification Signs: Signs for the purpose of identifying the Property (the "Project Identification Signs") as "La Frontera" (or other development name) may be installed and maintained by Owner on the Property at the locations designated on **Exhibit "E"** attached hereto and incorporated herein, provided no more than one Project Identification Sign is placed at each location. The Project Identification Signs may be no more than five feet (5') high, four feet (4') deep, and twelve feet (12') wide, unless otherwise approved by the City. The Project Identification Signs may not identify any specific occupants of the Property. The Project Identification Signs must be placed in accordance with the provisions of: (i) the setback and spacing requirements of Table 3.1403 of the Code, and (ii) the corner lot vision clearance requirements of Section 11.304(7) of the Code. No Project Identification Sign may be placed in any street or road right-of-way without a license agreement executed by the City.

7.2 Combination Signs: Signs for the purpose of identifying multiple occupants of the Property (the "Combination Signs") may be installed and maintained by Owner on the Property at the locations designated on **Exhibit "F"** attached hereto and incorporated herein, provided no more than one Combination Sign is placed at each location. The Combination Signs may be no more than forty-five feet (45') high with no more than 405 square feet of sign face on each side, provided, however the Combination Sign to be installed in the area detailed as "Interior Location" on **Exhibit "F"** may be of a four sided tower design not more than sixty feet (60") high with no more than 240 square feet of sign face on each side. The Combination Signs must be placed in accordance with the provisions of: (i) the setback and spacing requirements of Table 3.1403 of the Code, and (ii) the corner lot vision clearance requirements of Section 11.304(7) of the Code. No Combination Sign may be placed in any street or road right-of-way without a license agreement executed by the City.

- 7.3 **Monument Signs:** Monument signs for the purpose of identifying occupants of the Property may be located as designated on **Exhibit "F"**. The monument signs must be constructed in accordance with the specifications contained in the Code.

8. **STORMWATER FILTRATION AND DETENTION.**

- 8.1 **Drainage:** Plans for drainage facilities will be reviewed and approved by the City for each portion of the Property as each such portion of the Property is subdivided. A conceptual drainage plan is included in the Utility Schematic and Drainage Plan on file in the P&CD Department, a copy of which is attached hereto as **Exhibit "G"** and incorporated herein. Both the utility schematic and the drainage plan that are a part of **Exhibit "G"** are conceptual in nature and may be modified in the future.
- 8.2 **Stormwater Facilities:** Owner, at Owner's expense will construct all stormwater, sedimentation, filtration and/or detention ponds (the "Stormwater Ponds") necessary to serve: (i) the public roads on the Property and (ii) the lots or other parcels of the Property. Owner may construct regional Stormwater Ponds serving multiple lots or road segments to fulfill Owner's obligations under this Section 8.2. Owner may delegate Owner's responsibility for construction and maintenance of the Stormwater Ponds to: (i) purchasers of lots or other parcels of the Property, or (ii) a separate entity created for such purpose.

9. **ROADWAYS/TRAFFIC**

Development of the Property will be generally in accordance with the Traffic Impact Analysis attached hereto as **Exhibit "L"** and incorporated herein. Minor modifications may be made to the roadway plans by agreement between the Director of Public Works and Owner.

- 9.1 **Road Construction:** The following conditions concerning roads on the Property must be fulfilled before any building permit will be issued by the City for any lot that is a part of the Property:
- a. Road construction plans for Parker Avenue and Sundance Parkway east of Kouri Avenue (collectively, the "Roads") have been approved by the City (the "Approved Plans").
 - b. Fiscal security for the construction of the Roads has been posted in accordance with the Code or construction of the Roads has been completed in accordance with the Approved Plans.
- 9.2 **Light Fixtures:** In connection with the construction of the roads, street light fixtures will be installed in accordance with the design shown on **Exhibit "H"** attached hereto and incorporated herein and conforming with the following specifications:
- a. The light fixture will be black or dark bronze in color and of a horizontal design with sharp cutoff edges.

- b. The illumination source will be metal halide (or equivalent).
- c. The light fixture will be mounted on a metal pole. The pole will be the same color as the light fixture.

10. PHASED DEVELOPMENT

The Owner has the option to develop the Property as a phased development. The Property may be platted into two or more lots to accommodate phasing.

11. RESTRICTIONS

The Property will be developed in accordance with any conditions, covenants or restrictions of record with the Williamson County Clerk.

III.

MISCELLANEOUS PROVISIONS

1. CHANGES TO DEVELOPMENT PLAN

1.1 Minor Changes.

Minor changes to this Agreement or the Development Plan which do not substantially change this Agreement or the Development Plan may be approved administratively, if approved in writing, by the Director of Public Works, the Director of Planning and Community Development, and the City Attorney.

1.2 Major Changes.

Major changes to this Agreement or the Development Plan must be resubmitted following the same procedure required by the original PUD application.

2. GENERAL PLAN AMENDED

The Round Rock General Plan is hereby amended to reflect the provisions of this Agreement and Development Plan.

CITY OF ROUND ROCK, TEXAS

By: _____

Charles Culpepper, Mayor
City of Round Rock, Texas

Date: 2-25-, 1999

35/45 INVESTORS, L.P.

By: 35/45 Genpar, L.L.C.

By: _____

William S. Smaling, Manager

Date: March 31, 1999

DDR DB DEVELOPMENT VENTURES LP

By: DDR DB Opportunity Sub, Inc.

By: _____

Name: _____

Title: _____

Date: _____, 199__

F:\RMALBERS\08000016\PU\ORD&PL-E.007

CITY OF ROUND ROCK, TEXAS

By: _____

**Charles Culpepper, Mayor
City of Round Rock, Texas**

Date: _____, 199__

35/45 INVESTORS, L.P.

By: **35/45 Genpar, L.L.C.**

By: _____
William S. Smalling, Manager

Date: _____, 199__

DDR DB DEVELOPMENT VENTURES LP

By: **DDR DB Opportunity Sub, Inc.**

By: Joan U. Allgood
Name: Joan Allgood
Title: Vice President

Date: July 6, 1999

F:\RMALBERS\08000016PUD\ORD&PL-E.007

EXHIBIT C

LIENHOLDER CONSENT

NO LIENHOLDER

NO LIENHOLDER CONSENT REQUIRED

EXHIBIT D

PERMITTED USES AND LIMITATIONS APPLICABLE TO THE PROPERTY

The permitted uses and limitations applicable to the Property are as follows:

1. Permitted Uses, Heights and Setbacks.

Permitted uses, building height limitations, building setbacks and landscaping setbacks are detailed in the chart below:

Permitted Use*	Building Height Limitation**	Building Setbacks from:			
		Hester's Crossing	Kouri Avenue	Sundance Parkway	Other Roads
General Commercial (C-1)	45 feet	60 feet	25 feet	25 feet	25 feet
Shopping Center	45 feet	60 feet	25 feet	25 feet	25 feet
Restaurant***	45 feet	60 feet	25 feet	25 feet	25 feet
Cinema	65 feet	60 feet	25 feet	25 feet	25 feet
Office	45 feet	60 feet	25 feet	25 feet	25 feet

* Zoning designations noted in parentheses indicate all uses permissible under the Code for such designation as of the date of this Ordinance. Such uses may include, but are not limited to, other uses also listed in this chart. Limitations for any specific C-1 use listed in this chart will control over the general C-1 listing.

** Decorative architectural features may exceed the stated height limitation by 15 feet except that decorative architectural features in connection with a cinema may exceed the stated height limitation by 30 feet.

*** Including bar and liquor sales.

2. Prohibited Uses.

The following uses are prohibited on the Property: mini-warehouses, flea markets, sexually oriented businesses (as defined in the Code), amusement parks or carnivals, portable building sales except as incidental to other retail sales, recreational vehicle parks, wholesale nurseries, outdoor shooting ranges, pawn shops, heavy equipment sales, kennels (but not prohibiting pet shops and veterinary clinics with overnight facilities), vehicle sales and truck stops.

3. Outdoor Sales and Displays.

Outdoor sales and displays are permitted in conjunction with the use of a building only in areas designated on the site plan filed with the City for such building. Outdoor sales and displays are further limited to the following areas:

- a. **Sidewalks:** on sidewalks adjacent to buildings, but limited to an area of no more than thirty percent (30%) of the sidewalk area that is located within twenty feet (20') from the building. In no event may the sidewalk sale and display area exceed five percent (5%) of the interior floor area of the adjoining building.
- b. **Dining:** any outdoor café or outdoor dining area (including outdoor seating for a food court) that: (i) is located and operated as an integral part of the principal use, and (ii) does not comprise a separate business use or a separate business activity. Parking requirements contained in the Code will apply to all outdoor cafes and dining areas in the same manner that such requirements apply to enclosed buildings.
- c. **Permitted Outdoor Sales Area:** one area that is: (i) located as detailed in **Exhibit "I"** attached hereto and incorporated herein, but not more than 150 feet from the principal building that it serves, (ii) not greater than 10,000 square feet in size, and (iii) visually screened with a permanent landscape screen on all sides, except for the side facing the principal building that it serves. The landscape screen must be irrigated and of sufficient density to block views of the majority of the interior of the Permitted Outdoor Sales Area from ground level. The permitted outdoor sales area must be an area separate from (not a part of) any parking lots, however the permitted outdoor sales area may be adjacent to or surrounded by parking lots. The permitted outdoor sales area may not impede traffic circulation.

4. **Buildings.**

- a. **Prohibited Materials:** The following materials are prohibited on the exterior walls of all buildings and structures (this section does not apply to roofs):
 - Sheet, corrugated, and unfinished Aluminum
 - Asbestos
 - Galvanized Steel
 - Mirrored Glass (reflectivity of 20% or more)
- b. **Building Elevations and Rooflines:** To avoid the design of a continuous, unbroken wall facade and a continuous roofline (big box design), structures over 200 feet in length must be designed so as to stagger the front facades and rooflines to break up the visual expanse of the structures.

5. **Sidewalks.**

All sidewalks will be located within the sidewalk zone as shown in the Traffic Impact Analysis attached hereto as **Exhibit "L"** and incorporated herein. One of the following is required along all public roads (except Farm to Market Road 1325):

- a. **Standard Sidewalks:** Sidewalks at least 5 feet wide on both sides of the road as detailed on **Exhibit "J"** attached hereto and incorporated herein.

- b. **Wide Sidewalk:** A sidewalk at least 8 feet wide on one side of the road as detailed on Exhibit "J".

6. **Outdoor Storage, Service and Loading Areas.**

- a. **Screening Required:** No outside storage or dock high loading area is permitted unless such area is visually screened from public view.
- b. **Delivery Vehicles:** All delivery and utility vehicles stored on-site must be inside a closed building or within a screened portion of the site.
- c. **Service Areas:** Service areas will be screened from adjacent tracts and all public rights-of-way. Methods of screening include walled entrances, evergreen landscaping, and depressed service areas. Screening walls must be constructed of the same materials as the main building.
- d. **Loading Areas:** All loading and service areas must be clearly signed. Loading spaces must be clearly denoted on the pavement and designed so as to not prohibit on-site vehicular circulation when occupied. Loading spaces will be located directly in front of a loading door. Loading areas must be designed to accommodate backing and maneuvering on-site, not from a public street. Regardless of orientation, loading doors may not be located closer than fifty feet (50') from a public or private right-of-way.
- e. **Trash Storage:** Refuse storage enclosures are required for all buildings. Enclosures must be of sufficient height to screen all refuse containers completely and must be provided with gates, so as to provide screening of views from adjacent lots and public rights-of-way. All enclosures must be constructed of permanent materials (concrete, masonry, wood, steel, etc.) which are compatible with the building it serves. Refuse storage areas must be designed to contain all refuse generated on-site between collections. (refer to figure 1)

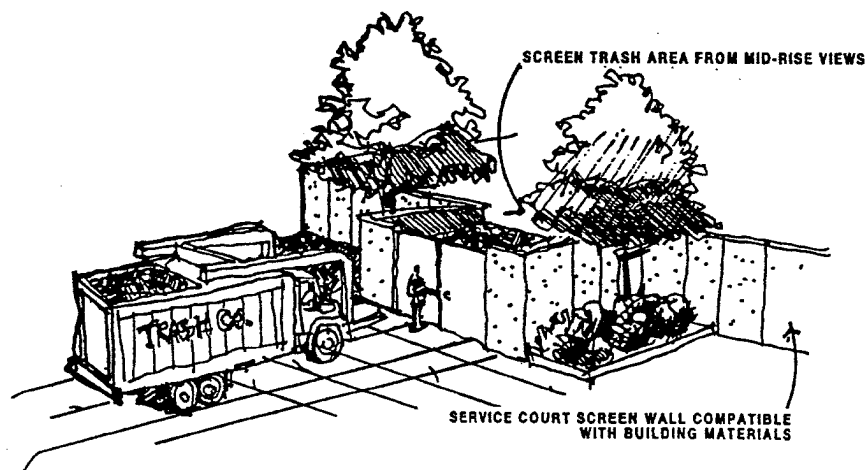


figure 1

- f. **Street Level Mechanical Equipment:** All ground-mounted service equipment (e.g., air conditioners, transformers, trash collection equipment) related to each building will be consolidated in an enclosed service area. Landscaping will be used to soften the visual appearance of the walls enclosing the service area. Service areas must be paved, curbed, and internally drained.
- g. **Roof Mounted Mechanical Equipment:** All roof mounted mechanical elements must be screened from view from the public right-of-way. Screening must be compatible with the building design. If roof decks with mechanical units are visible from any level of adjacent buildings, the mechanical units must be screened and painted to match the finished roof material.

7. **Exterior Lighting.**

- a. **Minimal Spillover:** All lighting must be installed to minimize light spillover onto adjacent properties.
- b. **Parking Lot Fixtures:** All light fixtures will be of a horizontal design with sharp cutoff edges. The fixture will be a rectangular box unit or a round puck-like unit (similar to Kim Lighting's Curvilinear Cutoff series) with a minimum diameter of 17" (width) and maximum diameter of 29" as detailed on **Exhibit "K"**. The fixture will be made of spun aluminum or similar quality material with sidewalls free of welds or fasteners and will have an illumination source of mercury vapor or metal halide. All fixtures and light standards will have a black or dark bronze powder coated finish. Fixture glass must be white or clear. Light standards will be metal poles 40 feet high. (refer to figure 2)
- c. **Open Space, Walkway and Passenger Drop Off Areas:** All light fixtures will be of a horizontal design with sharp cutoff edges. The fixture will be a rectangular box unit or a round puck-like unit (similar to Kim Lighting's Curvilinear Cutoff series) with a minimum diameter of 17" (width) and maximum diameter of 29" as detailed on **Exhibit "K"**. The fixture will be made of spun aluminum or similar quality material with sidewalls free of welds or fasteners and will have an illumination source of mercury vapor or metal halide. All fixtures and light standards will have a black or dark bronze powder coated finish. Fixture glass must be white or clear. Light standards will be metal poles between 10 and 15 feet high. (refer to figure 2)

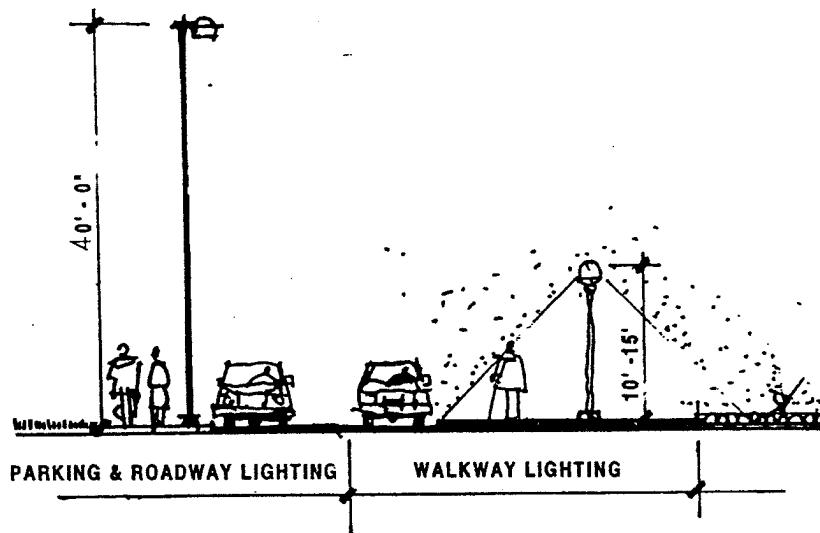


figure 2

8. Landscaping.

- a. **Existing Trees:** Existing large mature trees will be retained in accordance with the Code.
- b. **Tree Protection:** All existing trees of six (6) inch caliper or greater must be indicated on the proposed site plans. The proposed site plans will indicate trees to remain and those to be removed. All trees within an approved building site which are required to be preserved in accordance with the Code must be flagged and encircled with protective fencing. The fencing must extend beyond the full spread on the tree's branches to reasonably ensure successful protection. Existing trees in parking areas will be saved in groups and as specimens whenever practicable.
- c. **Open Space:** All areas not containing buildings, structures, parking lots, sidewalks, fountains, site furniture or other improvements, including, but not limited to, front, side and rear building set back areas, and all areas between the curb line and the property line, must be planted, landscaped, and maintained in good condition. The landscape planting design must provide for easy maintenance. Utility easements will be landscaped consistent with other landscape areas where allowed by the respective utility company.
- d. **Rights of Way:** Areas within the road right-of-way may be landscaped only in accordance with a license agreement with the City.
- e. **Grass:** All landscaped areas not in groundcover or shrub beds will be planted in grasses, preferable sod. Overseeding in fall with cool season native grasses is allowed. The use of edging material to separate all grass areas from shrub and groundcover areas is required. The edging material will be concrete, steel, brick or

stone. No plastic edging is allowed. Use of narrow paving "mowstrips" are allowed around building foundations for easy maintenance.

- f. **Irrigation:** An underground, automatic irrigation system must be installed in all landscaped areas. Sprinkler heads must be located to effectively water the landscaped areas with minimal spray onto roadways, parking areas and walkways.
- g. **Screening of Parking:** Parking areas must be screened visually from all roadways in accordance with the Code. Screening may be accomplished with landscaping or buildings. Berms may not exceed a 3:1 pitch. Shrubbery must be maintained to a minimum height of 3 feet. (refer to figure 3)

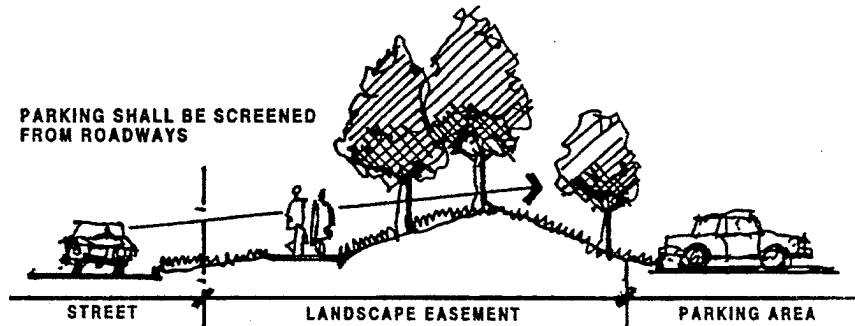


figure 3

- h. **Parking Areas:** In all vehicular use areas and parking areas, a minimum of 90 square feet for each 12 parking spaces must be devoted to landscaped strips, islands, peninsulas, medians, or other landscaped areas (the "Minimum Parking Area Landscaping Requirement"). As partial fulfillment of the Minimum Parking Area Landscaping Requirement, any parking area containing five or more parking rows of double vehicle depth will include a landscaped strip no less than ten feet (10") wide at least every fourth parking row of double vehicle depth. The landscaped strip will be installed with trees planted no less than every 60 linear feet.

9. Utility Lines.

All utility service lines must be underground to connection points provided by the utility service provider. All transformers must be screened.

EXHIBIT E

PROJECT IDENTIFICATION SIGN LOCATIONS

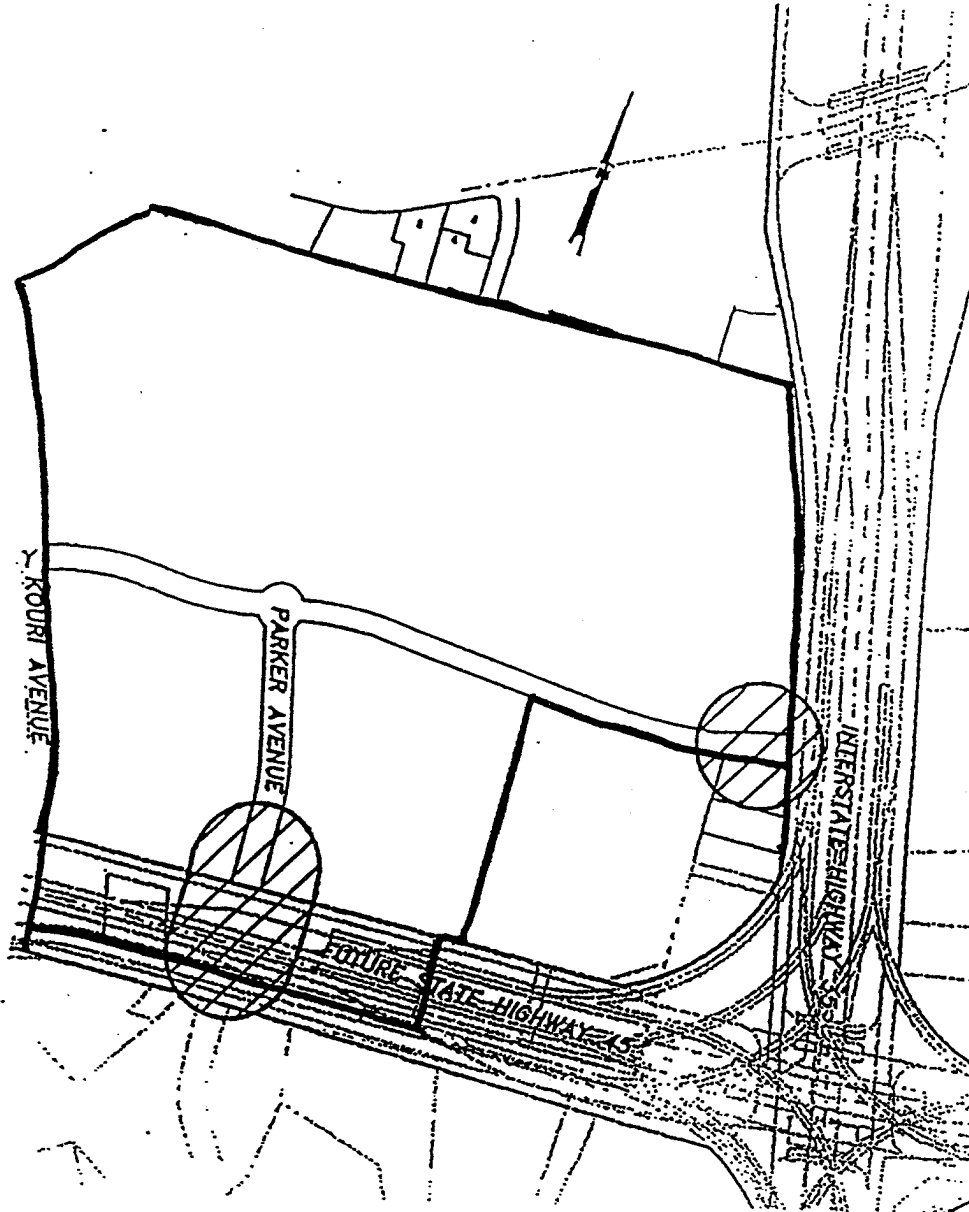
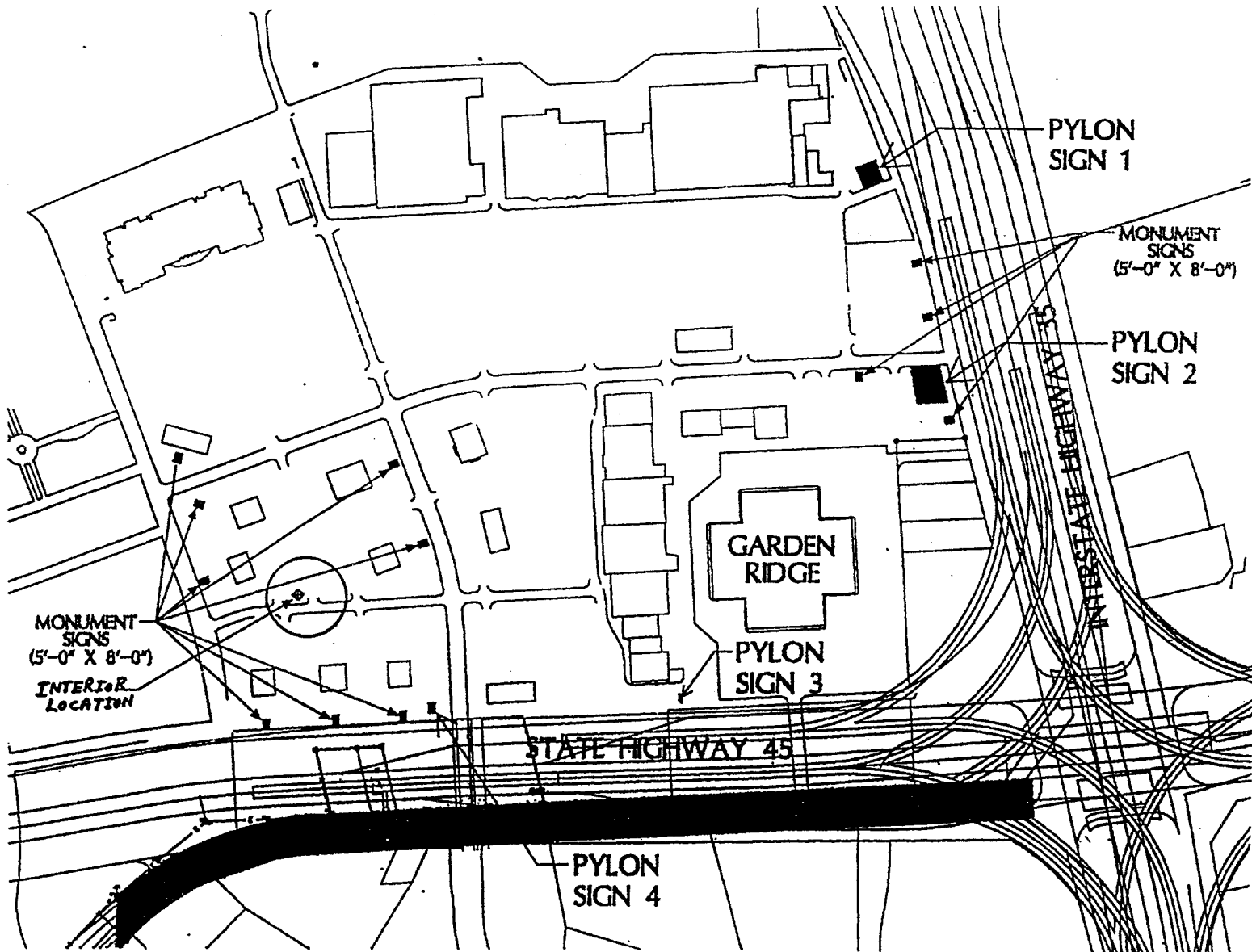


EXHIBIT F

COMBINATION SIGN AND MONUMENT SIGN LOCATIONS

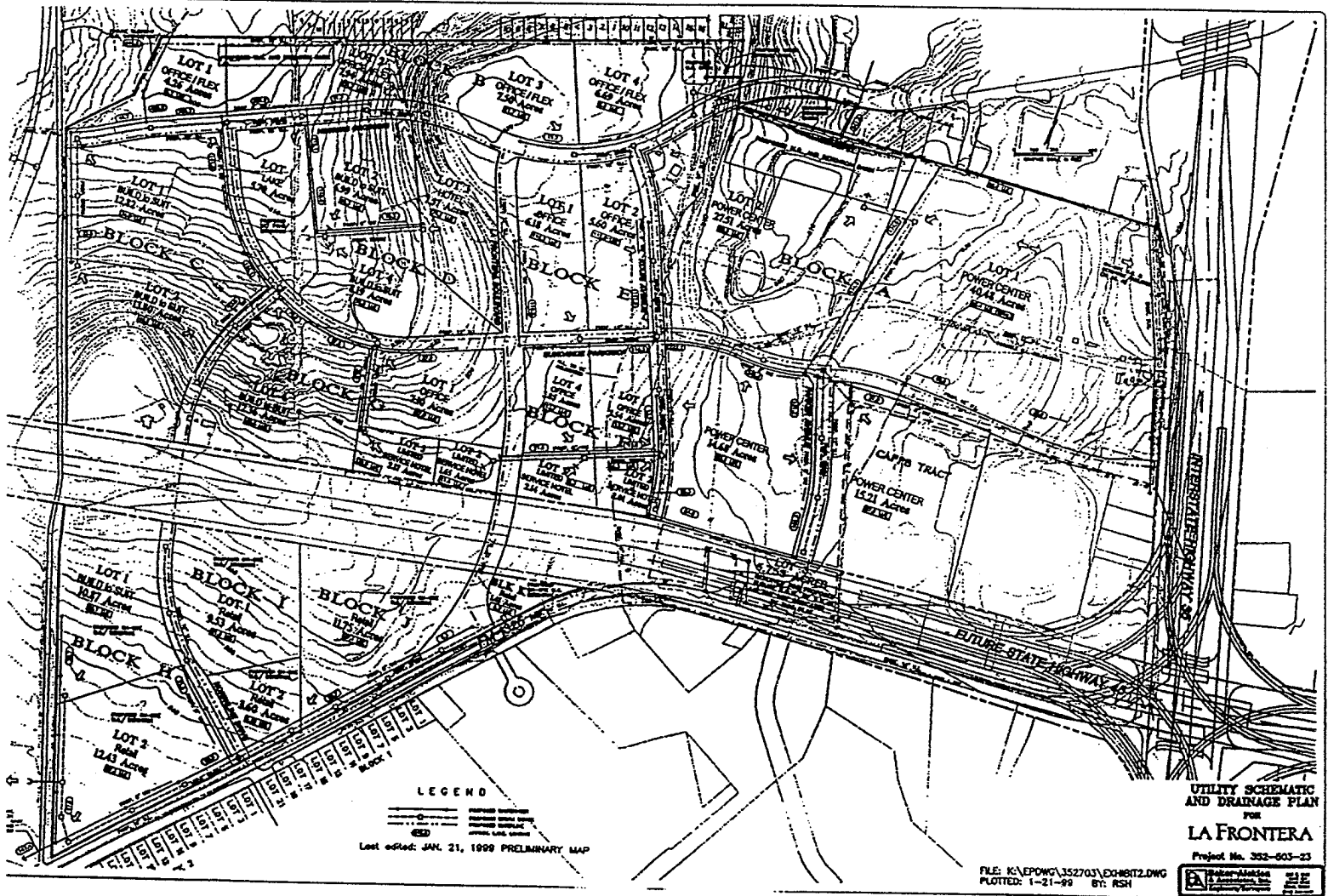


RECORDERS MEMORANDUM

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clearly legible for satisfactory recording

EXHIBIT G

UTILITY SCHEMATIC AND DRAINAGE PLAN



RECORDERS MEMORANDUM
All or parts of the text on this page was not clearly legible for satisfactory recordation.

EXHIBIT H

ROADWAY LIGHT FIXTURES

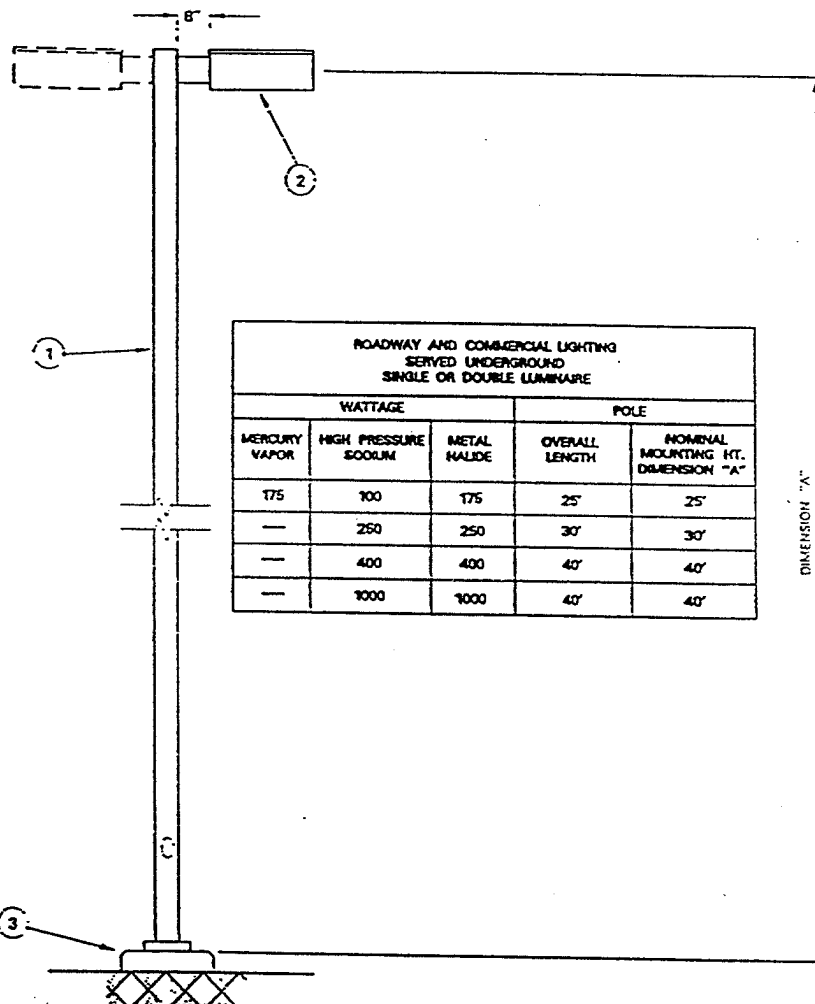
213 - 530

10 - 95

STREET LIGHT LUMINAIRE RECTANGULAR - UNDERGROUND SQUARE STEEL POLE - ANCHOR BASE

213 - 530

10 - 95



ITEM	QTY	DESCRIPTION	TSN/REF	CU	MU
1	1	POLE, SQUARE, STRAIGHT, STEEL, PAINTED DARK BRONZE, ANCHOR BASE	213-110	SLPS25/30/40	
2	1	LUMINAIRE (AS REQ'D)	213-102	LR-----	
3	1	FOUNDATION	213-330	SLF25	
4	1	CONDUCTOR (IN POLE)	213-420		
5	1	POLE GROUND	213-400	(INCLUDED IN FOUNDATION CU)	
6	1	FUSING	213-419		
			213-420		
			213-421		

EXHIBIT I

PERMITTED OUTDOOR SALES AREA

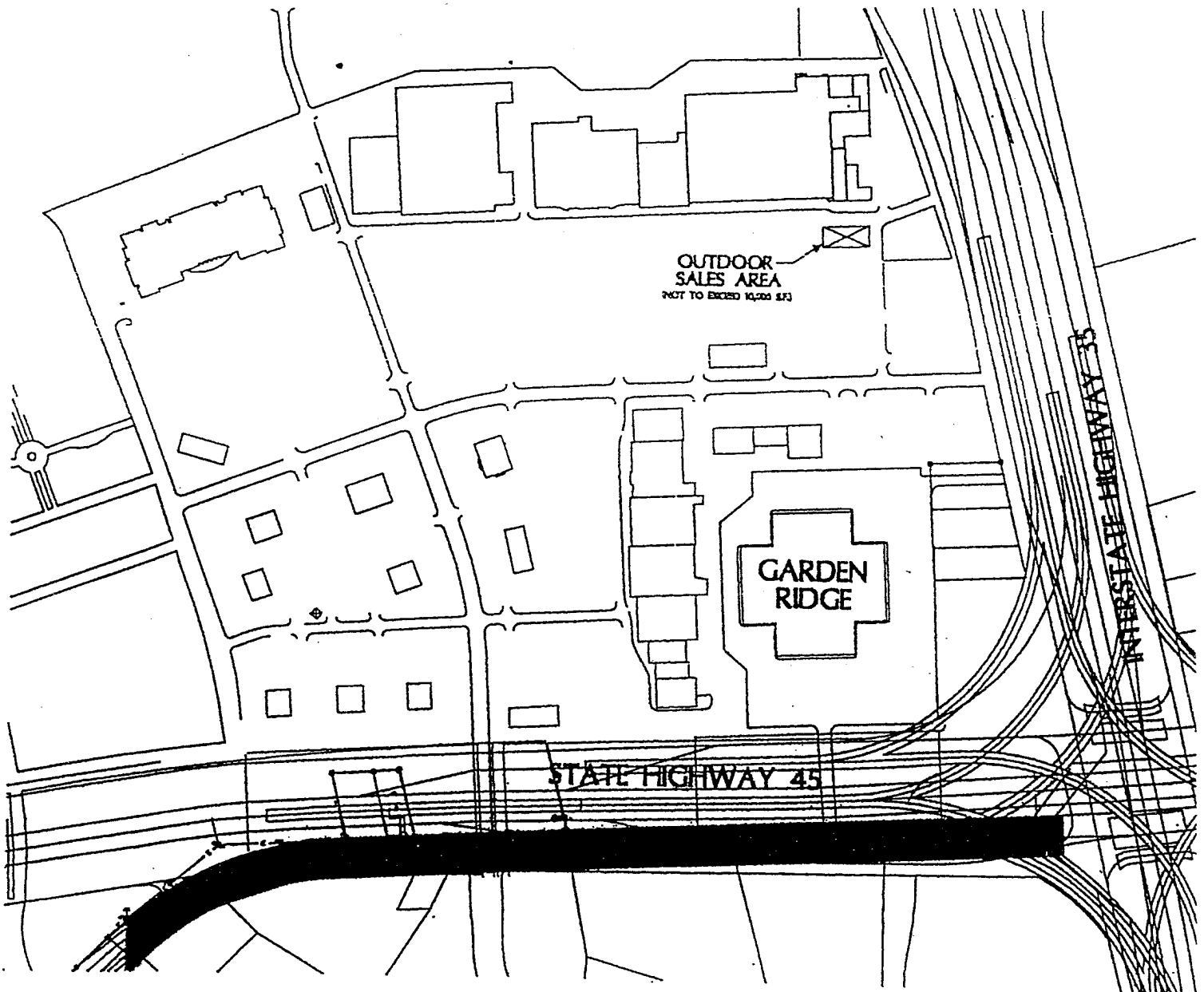


EXHIBIT J

SIDEWALK LOCATIONS

Standard Sidewalks

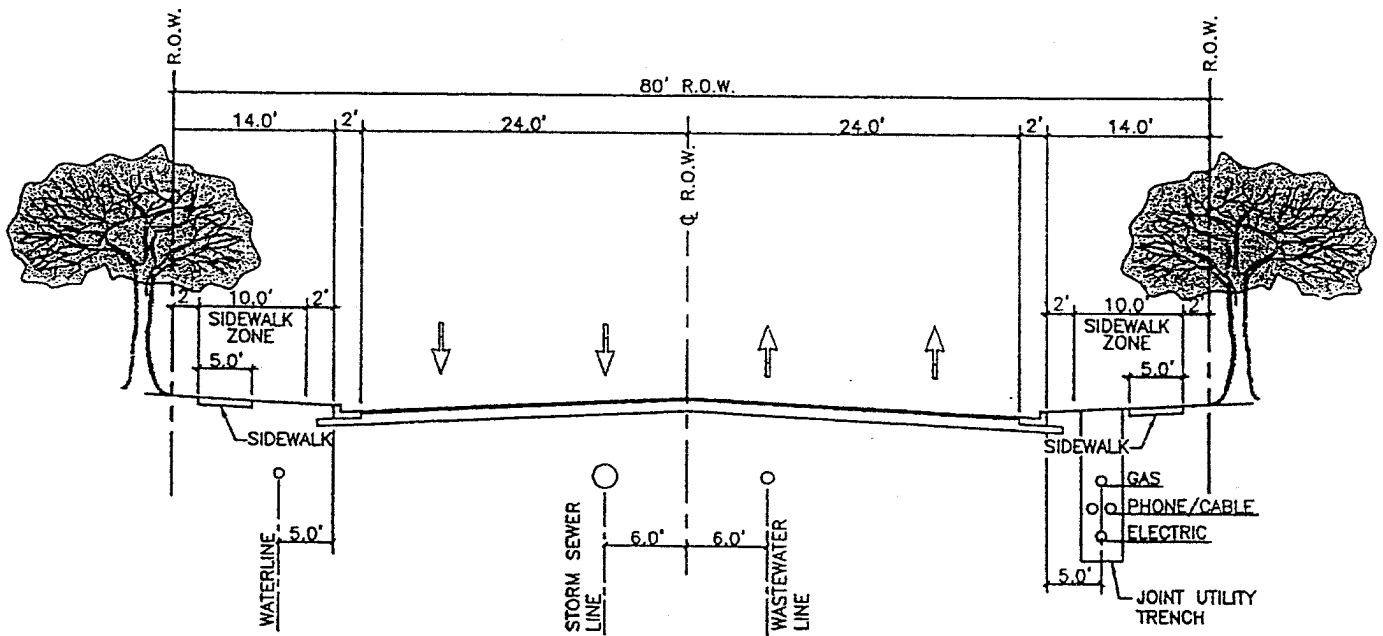


EXHIBIT J

SIDEWALK LOCATIONS

Wide Sidewalk

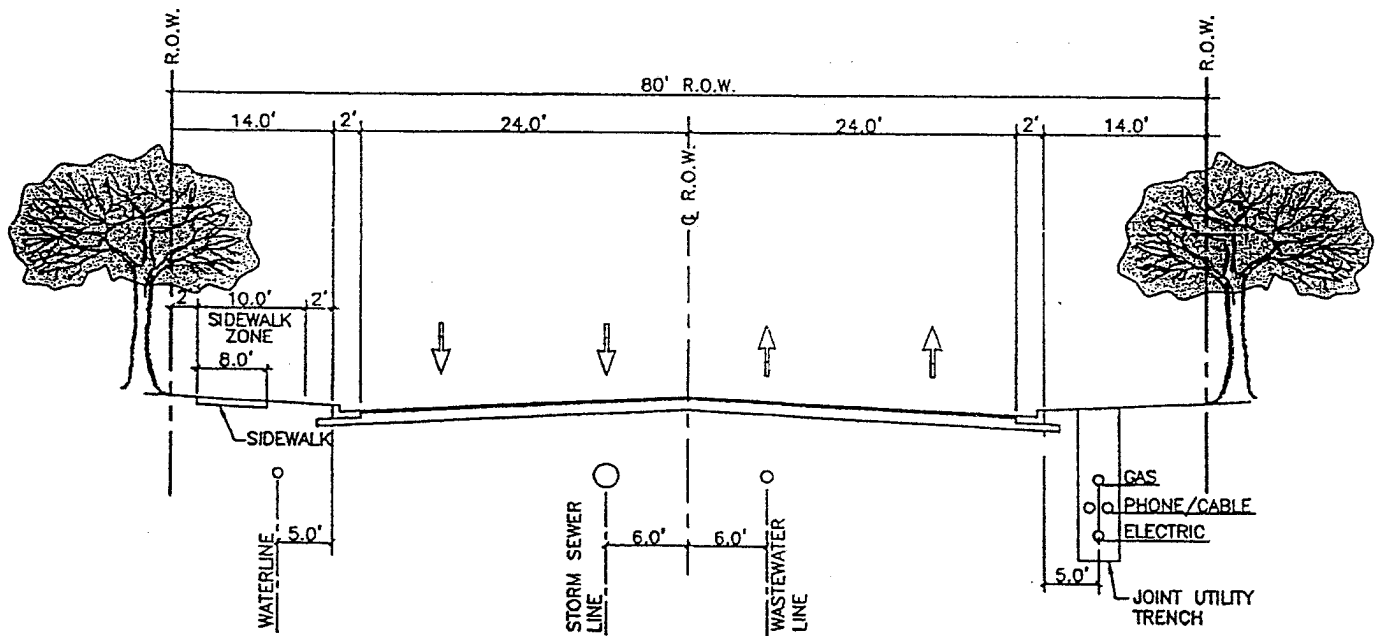
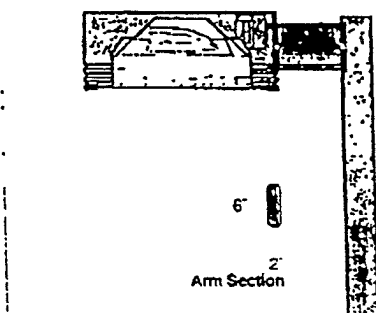


EXHIBIT K

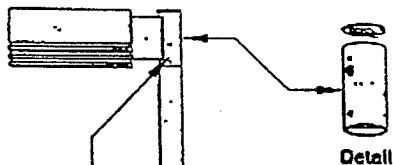
PARKING LOT AND WALKWAY LIGHT FIXTURES

SPECIFICATIONS AND DETAILS ARM MOUNT

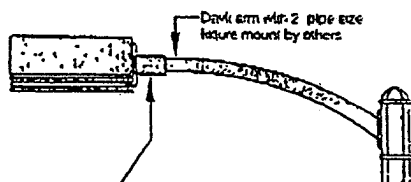
STANDARD ARM MOUNT



MOUNTING OPTIONS

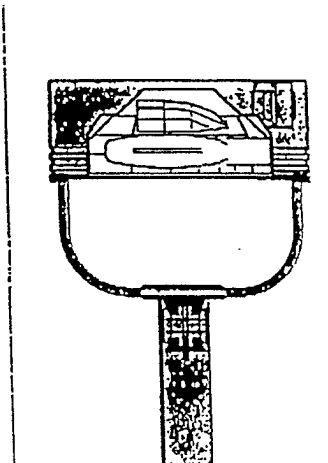


Vertical Slipfitter Mount: Allows standard fixture and support arm to be mounted to poles having a 2" pipe size tenon ($2\frac{3}{4}$ " O.D. x 4" min. length). Any mounting configuration can be used (1A, 2B, 2L, 3T or 4C). 4" dia. cast aluminum with flush cap, secured by (4) $\frac{1}{4}$ " stainless steel set point allen screws. Finished to match fixture and arm.

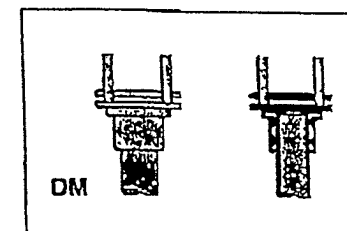
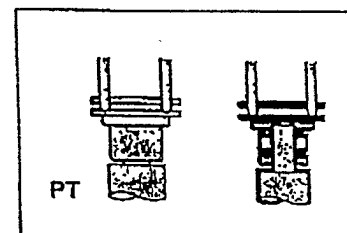
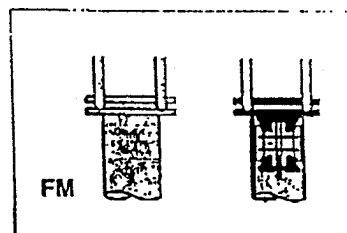


Horizontal Slipfitter Mount: Cast aluminum clamp-type slipfitter mount with single set screw and rotation lock. Bolts to housing from inside electrical compartment using mounting holes for standard support arm. Fitter clamps to any horizontal pole davit-arm with 2" pipe size mounting end ($2\frac{3}{4}$ " O.D.). Finished to match fixture and arm.

SPECIFICATIONS AND DETAILS POST TOP MOUNT



MOUNTING OPTIONS



FILED AND RECORDED
OFFICIAL PUBLIC RECORDS

Nancy E. Rister

07-30-1999 04:36 PM 199951346
STRICKLAND \$167.00
NANCY E. RISTER, COUNTY CLERK
WILLIAMSON COUNTY, TEXAS

Please return to:

② CITY OF ROUND ROCK
ADMINISTRATION
221 EAST MAIN STREET
ROUND ROCK, TEXAS 78664